



March 20, 2019

Subject : Nominate director to replace the retiring.

To : Director and Manager
The Stock Exchange of Thailand

The Board of Directors' meeting of Nation Broadcasting Corporation Public Company Limited (the "**Company**") No. 2/2019 held on March 20, 2019 resolved to agree with the resolution of Nomination and Remuneration Committee which considered qualifications and experience the person who will suitable to be Director and proposed the 2019 Annual General Meeting of Shareholders, on April 25, 2019, to approve the appointment Mr.Sontiyon Chuenruetainaidhama to be director and Chairman of the Board of Director in another term.

Please to be informed accordingly.

Sincerely yours,

Mr.Chatchai Pokogwai

Managing Director



February 26, 2019

Subject : The Schedule of the 2019 Annual General Meeting of Shareholders, Omission of the dividend payment, Appointment of Directors to replacing resigned directors and change of Directors authorized the Company.

Attention : Director and Manager
The Stock Exchange of Thailand

Nation Broadcasting Corporation Public Company Limited (the "Company") would like to inform the resolutions from its Board of Directors' meeting, No. 1/2019 held on February 26, 2019 with details as follows:

1. Approved the appointment of Mr.Shine Bunnag as in the Company's Director, Vice Chairman of the Board of Directors, and Member of the Executive Committee, Effective from February 26, 2019 onwards.
2. Approve the change on the list of binding signatories of the Company's directors to be read as below, Effective from February 26, 2019 onwards. as follows:
"Mr.Sontiyon Chuenruetainaidhama, Mr.Shine Bunnag Mr.Chatchai Pokogwai , Ms.Lakana Ratwongsakul , any two from these four directors jointly sign with company seal affixed."
3. Resolved to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment for the operating results of the year 2018, as the Company had deficit.
4. Resolved to propose the 2019 Annual General Meeting of Shareholders to approve the appointment of directors to replace those who completed the terms as below:

1. Mr. Sontiyon Chuenruetainaidhama	Position	Director and Chairman of the Board of Directors
2. Assoc.Prof.Dr.Sungsidh Piriyanangsan	Position	Independent Director and Chairman of The Audit Committee
3. Ms.Lakana Ratwongsakul	Position	Director
4. Ms.Aura-Orn Akrasanee	Position	Independent Director

Mr. Sontiyon Chuenruetainaidhama, informed his intention not to be nominated for another appointed term as a director due to the fact that he has other duties. The Board of Directors will subsequently consider and nominate the appropriated person who will replace one Director of the Company.

5. Resolved to propose to The 2019 Annual General Meeting of Shareholders to approve the annual remuneration of directors for the year 2019 for further approval, as follows.

Position	Remuneration
Chairman of the Board of Directors	400,000 Baht / person / year
Chairman of The Audit Committee	400,000 Baht / person / year
Member of The Audit Committee	300,000 Baht / person / year
Independent Director	200,000 Baht / person / year
Executive Director	200,000 Baht / person / year
Chairman of the Nomination and Remuneration Committee. *	20,000 Baht / Meeting
Member of the Nomination and Remuneration Committee. *	10,000 Baht /Meeting

Note :* the meeting allowance will paid per time

6. Resolved to propose to The 2019 Annual General Meeting of Shareholders to consider and approve the appointment of auditors. For the year 2019

- (1) Ms.Sasithorn Pongadisak CPA Registration No. 8802 or
- (2) Ms.Marisa Tharathornbunpakul CPA Registration No. 5752 or
- (3) Mr.Thanit Osathalert CPA Registration No. 5155

As auditor, all of whom were from KPMG Poomchai Company Limited to audit the financial statements of the Company and subsidiaries. The remuneration of the auditors for the year 2019 is Baht 1,850,000 (equal to last year).

7. Approved to propose to The 2019 Annual General Meeting to approve the amendments to the Company's objectives and the amendment to Clause 3 of the Company's objectives to support the bid to the Government. This will define the objectives of the company to get a job and a way to generate revenue for the Company. More detailed objectives of Article 9 reads:.

Clause	Amended Statements
Clause 37	To carry on the business of public relations consulting and advising, event activity organizing, publishing, television, radio, online, conference and seminar organizing, non-fiction/news production.
Clause 38	To carry on the business of providing marketing plans and public relations for goods, shops, individuals, government units to be recognized including to invite celebrities such as singers and actors to the event for public relations.
Clause 39	To carry on the event organizing business, proving services in relation to designing and organizing the products launching event, organizing of publications, exhibitions, product-displayed booths, fashion shows, public relations, meetings, conferences, banquets for both indoor and outdoor, organizing light and sound systems and other entertainment programs.
Clause 40	To carry on the business of hiring of works, trading of consumer goods and souvenirs.
Clause 41	To carry on the business of designing and producing television and radio programs, advertising media, public relations, electronic media ,product displayed booths, shops and other printing-related media in any forms, designing and creating websites, applications, renting lighting equipment or other equipment for drama and film-making, producing television programs,

Clause	Amended Statements
	providing services on tape/video recording for outdoor, producing television and radio advertising, producing videos, renting recording rooms, renting music rehearse and music production rooms, renting equipment and editing, designing, producing and distributing CDs, films, television programs, books, newspapers and magazines.
Clause 42	To carry on the business of designing and production of multimedia, presentations, electronic media, internet for the advertising and public relation of individuals, groups of persons, juristic persons, government units and administrative organizations.
Clause 43	To carry on the business of advertising agencies, digital media, providing service in relation to advertisings, publications, advertisements, radio media ,television, online public relations, information systems.
Clause 44	To carry on the business of providing services on resource persons, guest speakers, coaching organizer, consultants.
Clause 45	To carry on the business of providing services on modeling for entertainment and performance industry.

8. Approved to propose to The 2019 Annual General Meeting to approve the amendments of the Company's Articles of Association, Clause 21. and Clause 31., regarding the board of directors' meeting and shareholders' meeting to be in line with (1) the announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. Provided that an electronic conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology and as published in the Government Gazette, and (2) the amendment made to the Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders' Meeting.
9. Resolved the schedule of the 2019 Annual General Meeting of Shareholders and the date to determine the name of shareholders who are entitled to attend the 2019 Annual General Meeting of Shareholders (Record Date) as follows:
- 9.1. The date, time and venue for The 2019 Annual General Meeting of Shareholders shall be on April 25, 2019 at 2.00 p.m., at the Conference Room, 9 Floor, Room B ,Interlink Tower , Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok.
- 9.2. The date to determine the name of shareholders who are entitled to attend the 2019 Annual General Meeting of Shareholders shall be on March 25, 2019 (Record Date).

10. Resolved the agenda for The 2019 Annual General Meeting of Shareholders would be as follows:
- Agenda 1 : To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders , Which was held on April 9, 2018.
- Agenda 2 : To acknowledge the Company's operating results and the Board of Directors' report for the year 2018.
- Agenda 3 : To consider and approve the Company's financial statements for the year ended December 31, 2018.
- Agenda 4 : To consider and approve the omission of the dividend payment for the operating Results of the year ended December 31, 2018
- Agenda 5 : To consider and approve the appointment of directors to replace those who completed the terms.
- Agenda 6 : To consider and determine the remuneration of directors for the year 2019.
- Agenda 7 : To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2019.
- Agenda 8 : To consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3. (Objectives); and
- Agenda 9 : To consider and approve the amendment to the Company's Articles of Association, Clause 21. and Clause 31.regarding the board of directors' meeting and shareholders' meeting.
- Agenda 10 : Any other matters (if any)

Please be informing accordingly.

Sincerely yours,

Mr.Chatchai Pokogwai
Managing Director